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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 6379
(SUPERIOR DESIGN CO., INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Superior Design Co., Inc. ("Superior Design") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6379 (Superior Design Co., Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Superior Design filed proof of claim number 6379 against Delphi on May 19, 2006, which asserts an unsecured non-priority claim in the amount of \$44,835.35 (the "Claim") stemming from services rendered.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 20, 2006, Superior Design filed its Affidavit In Response To Debtors' Third Omnibus Claims Objection (Docket No. 5854) (the "Response").

WHEREAS on March 30, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and Superior Design entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$44,835.35.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Superior Design stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$44,835.35 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. Superior Design shall withdraw its Response to the Third Omnibus Claims Objection.

So Ordered in New York, New York, this 13th day of April, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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